

## APPENDIX 3B

062-00034

**New issue announcement,  
application for quotation of additional securities and agreement**

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Name of entity

**SANTOS LTD**

ABN

**80 007 550 923**

07024070

ASX: STO

NASDAQ: STOSY

Securities Exchange Commission: Ref: # 82-34.

We (the entity) give ASX the following information.

**SUPPL****Part 1 – All issues**

- 1 Class of securities issued or to be issued
- 2 Number of securities issued or to be issued (if known) or maximum number which may be issued.
- 3 Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)
- 4 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

**Fully paid ordinary shares.****100,000****Consistent with all other ordinary shares on issue.****Yes.****PROCESSED****JUN 07 2007****THOMSON  
FINANCIAL**

RECEIVED  
 JUN 11 - 5 A. 8:11  
 SECURITIES DIVISION

- 5 Issue price or consideration

**\$6.38**

- 6 Purpose of the issue  
(If issued as consideration for the acquisition of assets, clearly identify those assets)

**Issue consequent upon exercise of options granted on 12 December 2003 pursuant to the Santos Executive Share Option Plan.**

*22w 4/5*

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7	Dates of entering securities into uncertificated holdings or despatch of certificates	1 June 2007																			
8	Number and class of all securities quoted on ASX (including the securities in clause 2 if applicable)	601,284,407  6,000,000	Fully paid ordinary shares.  Franked Unsecured Equity Listed Securities (FUELS)																		
9	Number and class of all securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>Class</th></tr><tr><td></td><td>Fully paid ordinary shares issued pursuant to the Santos Employee Share Purchase Plan:</td></tr><tr><td>62,900</td><td>(i) held by eligible employees; and</td></tr><tr><td>84,357</td><td>(ii) held by Sesap Pty Ltd as trustee for the benefit of eligible executives.</td></tr><tr><td>48,500</td><td>Executive share plan '0' shares of 25 cents each paid to 1 cent.</td></tr><tr><td>41,500</td><td>Executive share plan '2' shares of 25 cents each paid to 1 cent.</td></tr><tr><td>539,600</td><td>Share Acquisition Rights issued pursuant to the Santos Employee Share Purchase Plan.</td></tr><tr><td>4,581,226</td><td>Executive options issued pursuant to the Santos Executive Share Option Plan.</td></tr><tr><td>83,550</td><td>Fully paid ordinary shares issued pursuant to the vesting of SARs</td></tr></table>	Number	Class		Fully paid ordinary shares issued pursuant to the Santos Employee Share Purchase Plan:	62,900	(i) held by eligible employees; and	84,357	(ii) held by Sesap Pty Ltd as trustee for the benefit of eligible executives.	48,500	Executive share plan '0' shares of 25 cents each paid to 1 cent.	41,500	Executive share plan '2' shares of 25 cents each paid to 1 cent.	539,600	Share Acquisition Rights issued pursuant to the Santos Employee Share Purchase Plan.	4,581,226	Executive options issued pursuant to the Santos Executive Share Option Plan.	83,550	Fully paid ordinary shares issued pursuant to the vesting of SARs	
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Rank equally with existing fully paid ordinary shares.																			

**Part 2 – Bonus issue or pro rata issue NOT APPLICABLE**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	

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application for quotation of additional securities and agreement**

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13	Ratio in which the securities will be offered	
14	Class of securities to which the offer relates	
15	Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new issue documents	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	

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- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 Despatch date

### **Part 3 – Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities.

### **Entities that have ticked box 34(a)**

#### **Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders
- 36 ☐ If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories
- 1 – 1,000  
1,001 – 5,000  
5,001 – 10,000  
10,001 – 100,000  
100,001 – and over
- 37 ☐ A copy of any trust deed for the additional securities

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**Entities that have ticked box 34(b)**

38 Number of securities for which quotation is sought

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39 Class of securities for which quotation is sought

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40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and class of all securities quoted on ASX (including the securities in clause 38)

Number	Class

43 Number and class of all securities not quoted on ASX

Number	Class

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**Quotation Agreement**

1. Quotation of our additional securities is in ASX's absolute discretion. ASX may quote the securities on any conditions it decides.
2. We warrant the following to ASX.
  - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those securities should not be granted quotation.
  - An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty.
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: \_\_\_\_\_ Date: 1 June 2007  
Secretary

Print name: JAMES LESLIE BAULDERSTONE



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7	Dates of entering securities into uncertificated holdings or despatch of certificates		
8	Number and class of all securities quoted on ASX (including the securities in clause 2 if applicable)		
9	Number and class of all securities not quoted on ASX (including the securities in clause 2 if applicable)		
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

**Part 2 – Bonus issue or pro rata issue    *NOT APPLICABLE***

11	Is security holder approval required?		
12	Is the issue renounceable or non-renounceable?		
13	Ratio in which the securities will be offered		
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20	Names of any underwriters		
21	Amount of any underwriting fee or commission		



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|----|---|---|
| 22 | Names of any brokers to the issue   | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 23 | Fee or commission payable to the broker to the issue  | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders  | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
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| 28 | Date rights trading will begin (if applicable)  | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
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| 33 | Despatch date   | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |

### **Part 3 – Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)

(a) ☐ Securities described in Part 1

(b) ☒ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities.

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## Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

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- 35 ☐ If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders
- 36 ☐ If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories
- 1 – 1,000  
1,001 – 5,000  
5,001 – 10,000  
10,001 – 100,000  
100,001 – and over
- 37 ☐ A copy of any trust deed for the additional securities

## Entities that have ticked box 34(b)

- 38 Number of securities for which quotation is sought 4,221
- 39 Class of securities for which quotation is sought Fully paid ordinary shares.
- 40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
  - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- Yes
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
1. End of restriction period for 1,671 shares issued on 1 July 2004 under the Santos Employee Share Purchase Plan at the issue price of \$6.95 per share; and

2. End of restriction on dealing on 2,550 shares issued on the vesting of the Share Acquisition Rights ('SARs') granted pursuant to the Santos Employee Share Purchase Plan.

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42 Number and class of all securities quoted on ASX (including the securities in clause 38)

Number	Class
601,184,407	Fully paid ordinary shares.
6,000,000	Franked Unsecured Equity Listed Securities (FUELS).

43 Number and class of all securities not quoted on ASX

Number	Class
	Fully paid ordinary shares issued pursuant to the Santos Employee Share Purchase Plan:
62,900	(i) held by eligible employees; and
84,357	(ii) held by Sesap Pty Ltd as trustee for the benefit of eligible executives.
46,500	Executive share plan '0' shares of 25 cents each paid to 1 cent.
41,500	Executive share plan '2' shares of 25 cents each paid to 1 cent.
539,600	Share Acquisition Rights issued pursuant to the Santos Employee Share Purchase Plan.
4,661,226	Executive options issued pursuant to the Santos Executive Share Option Plan.
83,550	Fully paid ordinary shares issued pursuant to the vesting of SAFIs

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**Quotation Agreement**

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  - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
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  - An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under section 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request that the securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

\_\_\_\_\_  
Secretary

Date:

\_\_\_\_\_  
24 May 2007

Print name:

JAMES LESLIE BAULDERSTONE

END